

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1994

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF TENTH
POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On February 17, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Tenth Post-Closing Designation Notice* [D.I. 1994] (the “**Notice**”). Attached

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

as Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated sixteen of the Debtors’ unexpired leases of nonresidential real property (the “**Leases**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to the identified purchasers,³ and identified the landlord associated with each Lease (collectively, the “**Landlords**”).

3. Attached as Exhibit D to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment for the Leases scheduled on the Lease Schedule and fixing the Cure Costs at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than March 3, 2025, at 4:00 p.m. (ET).

5. On February 24, 2025, DKR Investments, LLC filed the *Objection of DKR Investments, LLC to Debtors’ Tenth Post-Closing Designation Notice* [D.I. 2062], relating to Store #1997, located at 900 Norman A. Eskridge Highway, Unit #50, Seaford, DE 19973.

6. On February 24, 2025, MBM Investments, LLC filed *Objection of MBM Investments, LLC to Debtors’ Tenth Post-Closing Designation Notice* [D.I. 2063], relating to Store #5205, located at 10 Village Plaza, Danville, NY.

7. On February 28, 2025, EVP Auburn, LLC filed the *Objection of EVP Auburn, LLC to Tenth Post-Closing Designation Notice* [D.I. 2119], relating to Store #1528, located at 730 Center Street, Auburn, ME 04210.

8. On March 3, 2025, Salisbury Promenade, LLC filed the *Salisbury Promenade, LLC’s Limited Objection to and Reservation of Rights in Connection with Notice of*

³ By store number, the sixteen designated Leases are as follows: 4765, 5333, 1997, 1996, 1958, 5439, 1528, 1195, 1775, 5249, 1883, 5205, 1956, 1973, 4669 and 5259.

Filing of Tenth Post-Closing Designation Notice [D.I. 2161], relating to Store #5439, located at 210 Marlboro Avenue, Easton, MD.

9. GBRP and the proposed assignees also received informal comments or objections from the landlords for certain of the remaining stores aside from Stores #1883, 4669, 1973 and 5249.

10. GBRP and proposed assignee Ocean State Job Lot of NJ2025, LLC have reached consensual agreement resolving the objection of the landlord for the property located at 3845 Bayshore Rd. Cape May, NJ 08204 (the “**Cape May Landlord**”), and the parties have agreed on a revised form of order (the “**Revised Order**”). GBRP, OSJL and the Cape May Landlord have all reviewed the Revised Order and consent to its entry.

11. The Debtors, GBRP, OSJL and the Cape May Landlord now request that the Court enter the Revised Order. The Revised Order is attached as **Exhibit 1** hereto. For the convenience of the Court and all parties in interest, a redline comparing the Revised Order to Proposed Order is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: April 3, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Sophie Rogers Churchill (No. 6905)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19899-1347
Tel.: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
srchurchill@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession